

**BYLAWS
OF
BOOKER T. WASHINGTON CENTER
A Non-Profit Corporation**

ARTICLE ONE

INTRODUCTORY

1.01 Name and Definition of Bylaws.

The name of this organization shall be the Booker T. Washington Center, and these Bylaws constitute the code of rules adopted by Booker T. Washington Center, hereinafter referred to as "Corporation" or "Center", for the regulation and management of its affairs.

1.02 Purposes and Powers.

The Corporation will have the purposes or powers as may be stated in its Articles of Incorporation, and such powers as are now or may be granted hereunder by the Nonprofit Corporation Law of 1972 of the Commonwealth of Pennsylvania, or any successor legislation.

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes as defined under Section 501 (c)(3) of the Internal Revenue Code of 1956 (or the corresponding provision of any future United States Internal Revenue Law)

Its further purposes shall be to improve the conditions of work, play, study, health, and living conditions of the community of Erie, Pennsylvania, through an expert and effective program of social service and action. In carrying out its purpose, the Corporation shall strive to develop programs of group work, recreation, education, community organization, housing, employment, and referral and related programs. To the extent possible, the Corporation shall work together with other agencies whose goals and objectives are consistent with those of the Corporation.

The foregoing should be construed as powers as well as purposes, and this Corporation shall also have, use, and employ any and all powers necessarily or properly incident to or connected with any of the foregoing purposes and powers including the power to acquire in any lawful manner such property, real, personal, or mixed or any interest therein as may be necessary to the transaction of its business or

the execution of any trust, and may hold, use, lease, sell, mortgage, pledge, assign, transfer, or convey the same or any part thereof.

This is a Corporation that does not contemplate pecuniary gain or profit, incidental or otherwise, to its members.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue code of 1956 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law)

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Erie County in which the principal office of the Corporation is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE TWO

OFFICE AND AGENCY

2.01 Principal and Branch Offices.

The principal place of business of this Corporation in Pennsylvania will be located at 1720 Holland Street, Erie, Pennsylvania 16503. In addition, the

Corporation may maintain other offices either within or without the Commonwealth of Pennsylvania, as its business requires

2.02 Location of Registered Office.

The location of the registered office of this Corporation is stated in the Articles of Incorporation. Such office will be continuously maintained in the Commonwealth of Pennsylvania for the duration of this Corporation. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and amend its Articles or file the appropriate statements with the Department of State.

ARTICLE THREE

MEMBERSHIP

3.01 Definition of Membership.

The members of the Corporation shall be those persons serving on the Board of Directors at any given time

3.02 Place of Members' Meetings.

Meetings of Members will be held at the Corporation Office at 1720 Holland Street, Erie, Pennsylvania, or at such place within the Commonwealth of Pennsylvania as the Board of Directors from time to time designate.

ARTICLE FOUR

BOARD OF DIRECTORS

4.01 The number of Directors serving on the Board shall consist of fifteen (15) persons, provided, however, that the Board may, by a majority vote of the Directors present at any duly called regular or special meeting, reduce the number of Directors to as few as nine (9), or increase the number to as many as twenty-one (21), and may establish the number of Directors at any number within said limits. This power shall be subject to the provision that an increase in the number of Directors may take effect immediately, but a decrease shall take effect only at the conclusion of the terms of the Board then in office.

4.02 Composition of Board

The Board shall be constituted as follows:

- a) One-third (1/3) of the membership of the Board shall be from the public sector of the City of Erie, including, by way of illustration and not of limitation, elected or appointed City Officials, representatives from the School District of the City of Erie, and the like, unless the number of such persons willing to do serve is less than one-third of the membership of the Board.
- b) At least One-third (1/3) of the members of the Board shall be from among persons who are recipients of services from or under the Corporation
- c) The remainder of the membership of the Board shall be from persons who are actively concerned in the programs, purposes, and objective of the Corporation, including representatives of business, industry, labor, religion, welfare, and volunteer groups of all kinds.

4.03 Term of Directors.

A. Each Director shall be elected annually to serve for a three- (3) year term, subject to the provisions of Section 4.03(B). Such election shall take place at an annual meeting and the said term of office shall commence immediately at the conclusion of the annual meeting and shall continue until the conclusion of the third successive annual meeting

B. At the annual meeting held in December 1988, fifteen (15) directors shall be elected as follows:

<u>Category of Director</u>	<u>3 year term</u>	<u>2 year term</u>	<u>1 year term</u>
Public Sector-5 Section 4.02(A)	2	2	1
Service Sector-5 Section 4.02(B)	2	2	1
General Sector-5 Section 4.02(C)	2	2	1

C. In the event the Board of Directors is increased or decreased in accordance with the provisions with the provisions of Section 4.01, a director for a term of three (3) years shall be added to or deleted from, successively, each respective type of director as defined in Section 4.02 -- Composition of Board, commencing with Section 4.02(A). The

provisions of this Section shall prevail in the event of a conflict with any of the provisions of Section 4.02.

4.04 Nomination and Election of Directors

- A. Nominating Committee: At least thirty (30) days prior to the annual meeting, the President shall appoint a Nominating Committee consisting of not less than three (3) members of the Board. The membership of the Nominating Committee shall fairly reflect the three-fold composition of the Board set forth in Paragraph 4.02 A, B, and C of these Bylaws.
- B. Nominating Committee Duties: The Nominating Committee shall meet as often as necessary and shall select a slate of nominees for election equal in number to the number of Directors to be elected. In selecting nominees, the Nominating Committee shall select in accordance with the three-fold composition set forth in Paragraph 4.02 A, B, and C of these Bylaws.
- C. Other Nominations: Any person not on the Nominating Committee's slate may be nominated on the floor at the annual meeting, provided such person meets the criteria of one of the three categories set forth in Section 4.02 - Composition of Board. The nominating party shall indicate which representative category of Section 4.02 the person is being nominated to represent.
- D. Election: At the annual meeting, if the number of nominees equals or is less than the number of Directors to be elected, then all of the nominees shall be deemed to be elected upon introduction of the slate. If there are more nominees than Directors to be elected, then the members shall cast their votes for the total number of Directors in each category to be elected and those receiving the highest number of votes in each category shall be elected. In such event, every member shall have the right to vote for as many nominees as there are Directors to be elected, but shall not be allowed cumulative voting. In the event of a tie for the last position, there shall be a run-off election among only those who tie for the last position.

4.05 Vacancies on Board

Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, will be filled by a vote of the majority of the remaining Board of Directors and said new Director so elected to fill the vacancy will serve until the next annual meeting of the Corporation at which time a vacancy will be declared in the office and an election made by the Board of Directors to serve said unexpired term. Any Director elected to fill a vacancy in office must be elected to the same category in which the vacancy occurs. In the event the vacancy is created by an

increase in the number of Directors, it will be filled successively commencing with the Public Sector category, Section 4.02 (A).

4.06 Place of Directors' Meetings.

Meetings of the Board of Directors, regular or special, will be held at the Corporation office at 1720 Holland Street, Erie, Pennsylvania, or such other place or places as the Board of Directors may designate by resolution duly adopted.

4.07 Annual Meetings.

The annual meeting of the Corporation and the Board of Directors shall be held in December of each year, at which time the election of Directors shall take place. Regular business may also be conducted at such meeting. The rules governing notice and quorum of this meeting shall be the same as for "Regular" meetings of the Board.

4.08 Regular Meetings.

Regular meetings of the Board of Directors shall be held during the calendar year at such time and place as the Board may designate by Resolution duly adopted or in lieu thereof at such time and place as the Executive Director may designate.

4.09 Special Meetings.

Special Board meetings may be called by the President or Executive Director or at the request of any five (5) members of the Board and notice of such meetings may be given by mailgram/telegram, written communication or personally delivered to the address of the directors appearing on the records of the Corporation, not less than twenty-four (24) hours prior to the meeting date, stating the purpose or purposes of such meeting.

4.10 Notice of Directors' Meetings.

Written or printed notice stating the place, day, and hour of any annual or regular meeting of the Board of Directors will be delivered to each Director not less than five (5) days nor more than fifteen (15) days before the date of the meeting, either personally or by first class mail, by or at the direction of the President, or the Secretary, or the Directors calling the meeting. If mailed, such notice will be deemed to be delivered when deposited in the United States mail addressed to the Director at his or her address as it appears on the records of this Corporation, with postage prepaid. Such notice need not state the business to be transacted at, nor the purpose of, such meeting, unless it is a special meeting.

4.11 Waiver of Notice.

Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting except where such Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened

4.12 Quorum of Directors.

One-third (1/3) of the members of the Board of Directors then in office will constitute a quorum. The act of majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the provisions of the Non-Profit Corporation Law of 1972, the Article of Incorporation of this Corporation, or any provision of these Bylaws.

4.13 Use of Conference Telephone & Similar Equipment

One or more persons may participate in a meeting of the Board of Directors by means of a conference telephone or similar connection equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

4.14 Attendance of Directors

The Board of Directors, at its discretion and by a majority vote of the remaining members of the Board, may declare the office of Director vacant if any member of the Board misses three (3) consecutive meetings during the course of the calendar year without good cause. Such action shall be taken only after notice and opportunity to appear and explain absences has been given to the Director to be removed. Such vacancy shall be filled in the same manner as provided for any other vacancy existing

ARTICLE FIVE**POWERS, RIGHTS, AND DUTIES OF THE BOARD****5.01 Powers.**

The affairs of the Corporation shall be managed by the Board, including by way of illustration and not limitation, hiring the Executive Director, determination of overall program plans and priorities; final approval of all programs, proposals, and budgets; determination of all rules of procedure of the Board; selection of officers and Executive Committee, and amendment to these Bylaws.

5.02 Rights.

Without limitation of other rights, express or implied, each Director shall have the following rights:

- A. To have an equal vote in the affairs of the Corporation;
- B. To attend all regular and special meetings of the Board
- C. To serve on committees as appointed by the President

5.03 Duties.

Without limitation of other duties, express or implied, each Director shall have the following duties:

- A. To attend all regular and special meetings of the Board;
- B. To attend committee meetings of which he or she is a member;
- C. To present to the Secretary, Committee Chairman, or Executive Director advance notice of absence and sufficient reason therefor;
- D. To give encouragement and support to the goals and purposes of the Corporation.

ARTICLE SIX

ELECTION OF OFFICERS AND MEMBERS OF EXECUTIVE COMMITTEE

6.01 Nominating Committee

At least thirty (30) days prior to the annual meeting, the President shall appoint the Nominating Committee referred to in Article Four, Paragraph 4 04 (A), of these Bylaws for the purpose of preparing a slate of candidates for elected offices. If any nominee of the Nominating Committee is ineligible because of not having been re-elected to the Board at the annual meeting, the President shall call for nominations from the floor at the annual meeting following the election of Directors

6.02 Nominating Committee Duties.

The Nominating Committee shall meet as often as necessary and shall select a slate of nominees for election to each office and for each position on the Executive Committee. In selecting nominees, the Nominating Committee shall select in accordance with the three-fold composition set forth in Article Four, Paragraphs A, B, and C of these Bylaws. The Nominating Committee

shall give its report to the President not later than twenty (20) days prior to the annual meeting. The President shall cause written notice to be given to each member of the Board, not later than ten (10) days prior to the annual meeting, setting forth the slate of candidates for officers and Executive Committee.

6.03 Other Nominations.

Any person not on the Nominating Committee's slate may be nominated by petition signed by no less than five (5) members of the Board of Directors and submitted to the Secretary prior to or at the beginning of the regular December Annual Board Meeting.

6.04 Election.

The Board of Directors at its regular December meeting shall elect the officers and Executive Committee from among the eligible nominees submitted by the Nominating Committee and by valid petition. No officer of the Executive Committee member may be elected by a vote of less than a majority of those Directors present and voting. In the event that no nominee for an office shall win such majority on the first vote, all but two nominees with the largest number of votes shall be eliminated after each successive ballot, until a nominee is elected by the required majority vote. In voting for Executive Committee, each Director may vote for as many nominees as there are positions to be filled but shall not be allowed cumulative voting. In the event of a tie for the last position, there shall be a run-off election among only those who tie for said last position.

ARTICLE SEVEN

OFFICERS AND EMPLOYEES

7.01 Roster of Officers.

The elected officers of the Corporation shall be President, Vice President, Secretary, and Treasurer. These officers shall be members of the Board of Directors and shall be elected by the Board of Directors at its regular December meeting. The Board may appoint by majority vote one or more Assistant Treasurer, Assistant Secretary, and/or such other officers as it may deem proper who shall serve at the discretion of the Board of Directors.

7.02 Term of Office.

Each elected officer and Executive Committee member shall assume office immediately after their election and shall hold office for a term of one (1) year and until his or her successor has been duly elected and qualified. No officer shall serve in the same office for more than two (2) consecutive terms. No

Executive Committee member who is not otherwise an elected officer shall serve for more than three (3) consecutive terms of said Committee

7.03 **Vacancies.**

A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by majority vote of the Board of Directors for the unexpired portion of the term.

7.04 **President.**

The President shall preside at all meetings of the Board of Directors and shall appoint all committees unless otherwise provided. He shall have general supervision of the corporation under policies established by the Board of Directors

7.05 **Vice President.**

The Vice President shall perform the duties of the President in the event of absence, resignation or inability to perform such other duties as may be assigned to him or her by the President of the Board of Directors

7.06 **Secretary.**

The Secretary shall keep the minutes of all meetings of the Board, see that all notices are duly given in accordance with these Bylaws or as required by law. He or she shall keep a register of the post office address of each Board and Committee member and shall sign with the President all documents as required by law. The Secretary shall also perform all duties incident to the office or as directed by the Board

7.07 **Treasurer.**

The Treasurer shall have charge of the funds and securities of the corporation and shall make reports as required by the Board of Directors. The Treasurer, and such Assistant Treasurer(s) shall give bond with approved surety for faithful performance of their duties as required by the Board of Directors. The Treasurer and Assistant Treasurer(s) shall make all disbursements by check, which shall be signed by any two (2) of the following: The Treasurer (or any Assistant Treasurer), or the Executive Director, or any other officer of the Corporation. The Executive Director may be duly authorized to make disbursements by check in amounts less than \$100.00. The Treasurer shall make a monthly report to the Board regarding the financial condition of the Corporation, prepare an annual report, of the receipts and expenditures for the preceding year; and arrange and effect the annual audit of the financial affairs and status of the Corporation.

7.08 Removal of Officers.

Any officer elected or appointed to office may be removed by two-thirds (2/3) vote of all members of the Board of Directors duly elected and holding office, whenever in its judgement the best interest of the Corporation will be served and notified by the Secretary.

ARTICLE EIGHT**COMMITTEES****8.01 Executive Committee.**

There shall be an Executive Committee consisting of not less than one-third (1/3), plus one, of the total number of members of the Board of Directors. The exact number shall be determined by the Board of Directors. The Committee shall consist of at least four (4) elected officers (President, Vice President, Secretary, Treasurer) and such other members to be elected annually by and from the Board of Directors.

8.02 Powers and Duties.

The Executive Committee shall have and exercise all of the authority of the Board in the management of the affairs of the Corporation during the intervals between meetings of the Board, subject to such limitations as are imposed by law or by these Bylaws, provided that no action shall be taken which conflicts or is inconsistent with the specific policies, programs, or resolutions adopted by the Board. All actions of the Executive Committee must be ratified by the Board of Directors at the next meeting to remain effective beyond the date of such meeting.

8.03 Quorum.

A majority of the Executive Committee shall constitute a quorum to commence business at any meeting of the Committee.

8.04 Meetings.

The Executive Committee shall ordinarily meet at least monthly. Written notice to all Executive Committee members shall be mailed at least one (1) week before regular meetings and three (3) days before special meetings.

8.05 Resignation and Removal.

Any member of the Executive Committee may resign at any time by giving notice in writing to the President or Secretary of the Board. A member of the Executive Committee shall be automatically removed upon disqualification by reason of termination of membership on the Board, except as may be otherwise set forth in Article Four, Paragraph 4.14 of these Bylaws.

8.06 Vacancies.

Any vacancy occurring on the Executive Committee by resignation, death, inability to act or for any other reason shall be filled by the Board at any Regular or Special Meeting by a vote of the majority of the Directors present and voting at the meeting

8.07 Standing Committees.

The following three (3) committees shall be the Standing Committees of the Board: Program Committee, Management Committee, and Community Participation Committee

8.08 Committee Membership.

Each Standing Committee shall consist of not less than three (3) Board members selected by the President and subject to the approval of the Board. Standing Committees shall contain only Board Members. Program Advisory Committees may be made up by non-board members, provided that at least one (1) Board member shall be on each such Program Advisory Committee. Any other committee shall be made up only of Board Members. All committees should reflect the general make-up of the Board as outlined in Article Four, Paragraph 4 04 (B).

8.09 Term of Office.

The term of office for each member of a committee shall be from time of appointment until the subsequent annual meeting unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof

8.10 Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments

8.11 Quorum.

Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

8.12 Rules.

Each committee may adopt rules for its own government not inconsistent with the Bylaws or with rules adopted by the Board.

8.13 Duties of Standing Committees.

Under the supervision of the Board, the duties and responsibilities of the Standing Committee shall be as follows:

Program Committee

A Community needs and resources

- (1) Studying the nature and extent of the social needs and wants of the target population.
- (2) Reviewing periodically the local operating programs and identifying the gaps (unmet needs) between what is necessary and what is currently available.
- (3) Inventorying local resources capable of responding to these unmet needs (e.g., business, labor, and industry; foundations; governments; etc.)
- (4) Identifying program goals and formulating sources of action to coordinate the fulfillment of these unmet needs

B Program Priorities

- (1) Establishing the order (priorities) in which unmet needs are addressed
- (2) Overseeing the development of a general three-year plan, and a specific one-year action program, by which BTWC focuses on the most critical unmet needs and coordinates an adequate community response

C Proposal Review

- (1) Receiving and studying program proposals to assure that no possible duplication of services or effort is contained therein.
- (2) Insuring that proposals incorporate the best available ideas at the most reasonable cost and the most community-responsible manner.
- (3) Reviewing, in conjunction with the Management Committee, the capabilities and past performance of prospective program operating agencies so as to assess the competence to conduct such within the requirements of community service agencies and the policies of BTWC.

D Program Evaluation

- (1) Establish a Program Progress Review system for the evaluation of all BTWC programs on a regular basis and in line with all Funding Source Guidelines
- (2) Recommend corrective action to the Board and Staff on program operating problems encountered with follow through
- (3) Review general program performance and prepare periodic reports to the Board and the Community on accomplishments and progress to date

Management Committee**A Financial Operations**

- (1) Determining that the accounting systems in operation represents the most practical and effective one available
- (2) Insuring that the proper financial records are kept, reports issued, audits periodically performed, and audit findings complied with expeditiously
- (3) Monitoring and reporting to the Board of Directors on the monthly financials reports of BTWC and its subcontractors, together with recommendations for appropriate action, if warranted, to safeguard the expenditure of funds

B Personnel Operations

- (1) Restudying periodically with personnel system, including recruitment means, salary/job comparability, and compensation plans
- (2) Considering as appropriate, revisions of and modifications to current personnel policies and practices
- (3) Promoting self-development and personal growth among all employees of BTWC and providing the leadership to monitor employee progress
- (4) Conducting hearings, as necessary, of personnel complaints and grievances when all other remedies have been exhausted
- (5) Serving, as required, to effect the hiring of specified staff personnel

C Contractual Relations

- (1) Monitoring the performance of contracts, the satisfactory compliance with all applicable conditions and requirements, and the fulfillment of reporting obligations.
- (2) Review all contracts and make recommendations to Board for appropriate action
- (3) Review all audit reports and make recommendations to board for appropriate action
- (4) Advising the Program Committee of contractor performance and an assessment of capabilities

D General Administration

- (1) Assuring that BTWC is effectively discharging its responsibilities as grantee to both the funding sources and subcontracting agencies

From the BTWC Personnel Policies, the Management Committee is responsible for:

- (1) Overseeing the total operations in relation to the BTWC Personnel Policies
- (2) Recommend changes in the Personnel Policies to the Board of Directors
- (3) Investigate all complaints concerning alleged discriminatory practices
- (4) Recruit, interview, and recommend a candidate for Executive Director to the Board
- (5) Approve job descriptions and salary schedules
- (6) Approve salary adjustments, which take place more than once a year and over 5.5%.
- (7) Approve the carry over of vacation time from year to year
- (8) Approve any leave without pay over ninety days

- (9) Along with the Board officers, annually evaluate the Executive Director and report to the Board Chairman.
- (10) Approve suspension of an employee over ten days up to thirty days
- (11) Authorize a Grievance Appeal Committee, receive the recommendation from the Committee, and make a final decision on the grievance.

Community Participation Committee

A Communication with Target Area Residents

- (1) Inviting, soliciting, receiving, and considering the expression of suggestions, criticisms, etc., from target area residents and program participants.
- (2) Determining the most practical and meaningful ways to strengthen communications to and from the target areas.
- (3) Reconsidering annually the composition of the Board of Directors in order to recommend appropriate changes in representation so as to accommodate new voices and interest

B. Relations with Agency Boards and other Community Planning and Action Groups

- (1) Promoting direct communication with Agency Boards and other community planning and action groups (i.e. NAACP, United Way, GECAC, YMCA, etc.) by authorizing committee members to attend meetings as official representatives, securing copies of minutes, exchanging progress reports, and program summaries, etc.

C Compliance with Community Service Agencies (CSA) Requirements

- (1) Receiving and reviewing the Articles of Incorporation, Bylaws, and other instruments that establish and define the mechanisms by which the policy boards of Agencies operate so as to insure compliance with pertinent CSA requirements and BTWC policies.

8.14 Other Committees.

The Board may create such other committees as it may deem necessary or desirable, with such powers and subject to such rules and regulations as the Board may determine. This shall include the power to create Program Advisory Committees, composed of community members as well as Board members, whose general purposes shall be to provide assistance and inputs relative to program performance and evaluation regarding any or all programs of the Corporation, as well as to advise and assist any of the Standing Committees of the Board.

ARTICLE NINE

OPERATIONS

9.01 The Fiscal year of this Corporation shall be on a calendar year basis, unless otherwise established by resolution of the Board of Directors duly adopted.

9.02 Books and Records.

This Corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of the Board of Directors. The Corporation will keep at its principal place of business a register giving the names and addresses of the Board of Directors and the original or a copy of its Bylaws including amendments to date certified by the Secretary of the Corporation.

9.03 Inspection of Books and Records.

All books and records of this Corporation may be inspected by any member of the Board of Directors, or his or her agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating such purpose.

9.04 Non-Profit Corporation

This Corporation will not have or issue share of stock. No dividend will be paid, and no part of the income of this Corporation will be distributed to its Directors or Officers. However, the Corporation may pay compensation in a reasonable amount to its Directors or Officers for services actually rendered.

9.05 Regulation of Corporation Activities.

The Corporation shall not engage in any fund raising activities nor make any grants, awards, contributions or awards of scholarship for any purpose or otherwise engage in any activities or exercise any powers not in furtherance of the primary purposes of this Corporation. The Board of Directors shall not conduct or carry on any activities or make any contribution not permitted or to be conducted or carried on by an organization exempt from taxation under

Section 501 (c)(3) of the Internal Revenue Code and its regulations as they now exist or that may hereinafter be amended or by an organization contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code and its regulations as they now exist or may hereinafter be amended. The Board of Directors are authorized to make any such amendments or establish any criteria or procedures in regard to such fund raising activities, contributions, or disbursements as may be required in order to comply with the aforesaid laws and regulations.

9.06 Conflict of Interest.

A conflict of interest exists with respect to a given matter if an officer, employee, or a member of the Board of Directors or a Committee thereof, has a financial or fiduciary interest in any organization or person which would be affected by the action of the Corporation. No member of any of such bodies shall act upon or decide any matter with respect to which he or she has a conflict of interest. Any Director, officer, employee, or committee member having an interest in a contract or other transaction presented to the Board of Directors or a committee thereof for authorization, approval or ratification shall give prompt, full and frank disclosure of his interest or any other director's interest to the Board or committee prior to its acting on such matter. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his personal influence on, or participate (other than to present information or to respond to questions) in the discussions or deliberations with respect to, such contract or transaction. Such person may be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation.

9.07 Indemnification.

The Board of Directors shall have the power to indemnify any present or former director, officer, employee or agent of the Corporation, (hereinafter "official") for expenses and costs actually, reasonably and necessarily incurred by him or her in connection with the defense or settlement of any pending or threatened action, suit or proceeding to which he or she is made a party by reason of his or her being or having been such official, unless:

- a) The Official has breached or failed to perform the duties of his or her office and the breach or failure constitutes self dealing, willful misconduct or recklessness. The provisions of this section shall not apply to the responsibility or liability of a director pursuant to any criminal statute or

the liability of a director for any payment of taxes pursuant to local, state, or federal law.

- b) Expenses incurred by an official, in defending a civil or criminal action, suit or proceedings may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation
- c) The indemnification and advancement of expenses provided by, or granted by, or granted pursuant to this section shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person

9.08 Auxiliary and Associated Organizations.

The Board of Directors may authorize the formation of auxiliary and associate organizations to assist in the fulfillment of the purposes of the Corporation. Each such organization shall establish, if directed by the Board, its own Bylaws, rules and regulations and make amendments thereto which shall be subject to Board approval and which shall not be inconsistent with these Bylaws or the standing rules of the Board.

ARTICLE TEN

INFORMAL ACTION

10.01 Waiver of Notice.

Whenever any notice whatever is required to be given under the provisions of the Non-Profit Corporation Law of 1972, the Articles of Incorporation of this Corporation, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. Such waiver must, in the case of Special meetings of the Board of Directors, specify the general nature of the business to be transacted.

10.02 Action by Consent.

Any action required by law or under the Articles of Incorporation of this Corporation or these Bylaws or any action which otherwise may be taken at a meeting of either a committee or Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken is signed by all of the persons entitled to vote with respect to the subject matter of such

consent, or all Directors in office, and filed with the Secretary of the Corporation.

ARTICLE ELEVEN

AMENDMENT

11.01 Modification of Bylaws.

These Bylaws may be amended by a majority vote of the Board members present at a Regular or Special meeting of the Board at which a quorum has been present. Notice of the proposed amendments must be given to all Directors in writing at least ten (10) days prior to such meeting.

11.02 Parliamentary Authority.

Robert's Rules of Order, revised, shall govern the conduct in all meetings of the Board of Directors in all matters not provided for by law or by these Bylaws

ADOPTION OF BYLAWS

The undersigned, Secretary of the Booker T. Washington Center, hereby certifies that the above Bylaws constitute the Bylaws with all amendments as of February 1, 1988, and said Bylaws and amendments were duly adopted at various times prior to said date pursuant to various resolutions of the board of Directors. Details respecting the date of adoption of amendments to the Bylaws may be obtained from the Secretary of the Corporation.

Secretary